

BALL JANIK LLP

A T T O R N E Y S

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July 22, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Sublease Termination, a secondary document, dated July 19, 1999. The primary document to which this is connected is recorded under Recordation No. 14857. We request this document be recorded under Recordation No. 14857-A.

The names and addresses of the parties to the Instrument of Sublease Termination are:

Lessor:

Kennecott Utah Copper Corporation, formerly Kennecott Corporation
8315 West 3595 South
Magna, UT 84044-6001

Lessee:

Canadian Pacific Limited
401 9th Avenue S.W.
Calgary, Alberta Canada T2P4Z4

A description of the equipment covered by the Instrument of Sublease Termination consists of seven SD 40-2 locomotives numbered KCC 101-107, inclusive.

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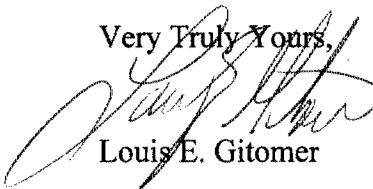
Honorable Vernon A. Williams
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A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Sublease Termination between Kennecott Utah Copper Corporation, formerly Kennecott Corporation, 8315 West 3595 South, Magna, UT 84044-6001, and Canadian Pacific Limited, 401 9th Avenue S.W., Calgary, Alberta Canada T2P4Z4, covering seven SD 40-2 locomotives numbered KCC 101-107, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

14857-A
July
INSTRUMENT OF SUBLEASE TERMINATION

Kennecott Utah Copper Corporation ("Kennecott"), the Sublessor, and Canadian Pacific Limited ("Canadian Pacific"), the Sublessee, this 19th day of ~~June~~ July, 1999, hereby give notice of the termination of the sublease of seven SD 40-2 locomotives numbered KCC 101-107, inclusive (the "Locomotives") under the Locomotive Sublease Agreement, dated as of November 14, 1985, between Kennecott and Canadian Pacific (the "Sublease"), which was recorded at the Interstate Commerce Commission on December 5, 1985 in Recordation No. 14857.

WHEREAS, Kennecott and Canadian Pacific desire to execute this Instrument to evidence for the public record the termination of the Sublease and of all the rights and obligations of Kennecott and Canadian Pacific with respect to the Locomotives under the Sublease.

NOW, THEREFORE, in consideration of the premises, Kennecott and Canadian Pacific do hereby acknowledge and confirm for the public record the termination of the Sublease, and all rights and obligations arising under the Sublease with respect to the Locomotives.

This Instrument of Sublease Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Instrument of Sublease Termination.

IN WITNESS WHEREOF, Kennecott and Canadian Pacific have executed or caused this Instrument to be executed as of the date first above written.

KENNECOTT CORPORATION

By: [Signature]

Its: Director Materials

CANADIAN PACIFIC LIMITED

By: [Signature]

Its: LOCOMOTIVE FLEET MANAGER

STATE OF)
) ss.
County of)

On this ^{HP July 14P} 19th day of ~~June~~, 1999, before me, Heather D. Piercy the undersigned Notary Public, personally appeared Jay W. J. Siegrist, personally known to me to be the person who executed the within instrument as Locomotive Fleet Manager on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

H. Piercy
Notary Public for The Province of Alberta
Barrister and Solicitor
~~My commission expires~~
Heather D. Piercy